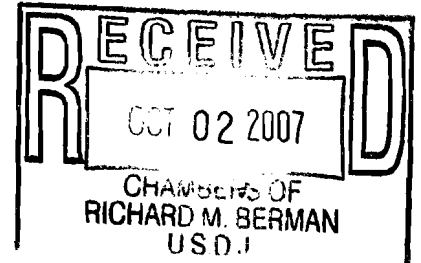


Schulte Roth & Zabel LLP

MEMO ENDORSED

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VIA HAND DELIVERY

The Honorable Richard M. Berman
United States District Judge
United States District Court
Southern District of New York
40 Centre Street, Courtroom 706
New York, New York 10007

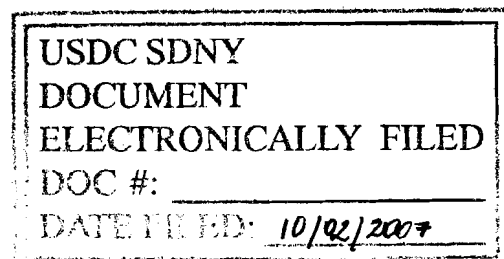
October 1, 2007
Adjourned to 11/1/07 (a) 2:00 P.M.
SO ORDERED: Date: <u>10/1/07</u> <u>Richard M. Berman</u> Richard M. Berman, U.S.D.J.

Re: Lionel L.L.C., Case No. 07 Civ. 7946 (RMB) (GWG)

Dear Judge Berman:

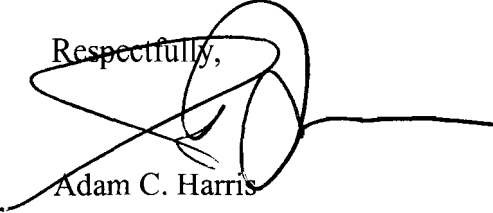
We write as counsel to Lionel L.L.C. in the above referenced bankruptcy appeal (the "Appeal") concerning the initial conference scheduled to be held before Your Honor on October 10, 2007, at 12:30 p.m. (the "Status Conference"). By order, dated September 27, 2007, the Court referred certain matters relating to the Appeal to United States Magistrate Judge Gabriel W. Gorenstein, who has scheduled a settlement conference for October 19, 2007, at 10:00 a.m. (or such other date as may be agreeable to the parties and Magistrate Judge Gorenstein) (the "Settlement Conference").

In light of the scheduled Settlement Conference, we request that the Court adjourn the Status Conference to a date after the Settlement Conference, when Lionel and the other parties will have had a chance to discuss settlement options before Magistrate Judge Gorenstein. We have contacted counsel for Mike's Train House, Inc., which has informed us that it has no objection to adjourning the Status Conference as requested. No prior request for an adjournment of the Status Conference has been made.



The Honorable Richard M. Berman
October 1, 2007
Page 2

Please feel free to contact me with any questions you may have.

Respectfully,

Adam C. Harris

cc: The Honorable Gabriel W. Gorenstein (via hand delivery)
Robert R. LaRocca (via e-mail)
Robert A. Swift (via e-mail)
Alec P. Ostrow, Esq. (via e-mail)
Alan D. Halperin (via e-mail)
Robert R. Raicht (via e-mail)